

# MEMO ENDORSED

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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MIDDLESEX COUNTY RETIREMENT  
SYSTEM, on behalf of itself and all others similarly  
situated,

Plaintiff,

- against -

SEMTECH CORP., JOHN D. POE, JASON L.  
CARLSON, MOHAN R. MAHESWARAN,  
DAVID G. FRANZ, JR., and JOHN M.  
BAUMANN,

Defendants.

Case No. 07-CIV 7183 (DC)

Class Action

**STIPULATION AND [PROPOSED]  
ORDER TRANSFERRING CASE TO  
CENTRAL DISTRICT OF  
CALIFORNIA**

WHEREAS defendant Semtech Corporation is headquartered in Camarillo,  
California;

WHEREAS a putative derivative action asserting claims related to Semtech  
Corporation's past option grant practices was filed on June 7, 2006 and remains pending before  
the Honorable Christina A. Snyder, United States District Court Judge, in the United States  
District Court for the Central District of California, *In re Semtech Corporation Derivative  
Litigation*, Master File No. CV-06-03510-CAS-FMOx ("Federal Derivative Action");

WHEREAS putative derivative actions filed in May and June 2006 also asserting  
claims related to Semtech Corporation's past option grant practices were filed in the Superior  
Court of California for the County of Ventura, consolidated as Case No. CIV241426, and were  
stayed by that court in December 8, 2006 pending the outcome of the Federal Derivative Action;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between  
the undersigned counsel for the parties that this putative class action, which also asserts claims

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related to Semtech Corporation's past option grant practices, shall be and hereby is transferred to the United States District Court for the Central District of California.

IT IS ALSO HEREBY STIPULATED AND AGREED by and between the undersigned counsel for the parties that by entering this stipulation and agreeing to this transfer, each party reserves its arguments and defenses as to whether or not this court had personal jurisdiction over the defendants.

STIPULATED AND AGREED:

Dated: October 10, 2007

By: 

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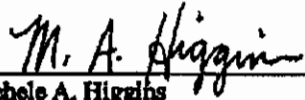
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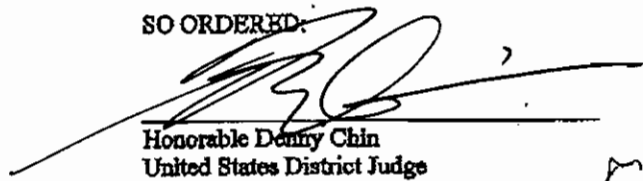
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*Attorneys for Defendant John D. Poe*

SO ORDERED:

  
Honorable Denny Chin  
United States District Judge

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